

PROUD
HOME
OF

EARTH'S MIGHTIEST HERO
**CAPTAIN
MARVEL**



MARVEL

JOIN THE
REVOLUTION

DECONNICK
SEBELA
ANDRADE
BELLAIRE

011

When former U.S. Air Force pilot, Carol Danvers was caught in the explosion of an alien device called the Psyche-Magnitron, she was transformed into one of the world's most powerful super beings. She now uses her abilities to protect her planet and fight for justice as an Avenger. She is Earth's Mightiest Hero...she is...

CAPTAIN MARVEL



CAROL DANVERS' TO-DO LIST

9:00 AM - Meet with Frank Gianelli to discuss NGO project. *I will punch him in the face if he keeps saying I'm too "sick" to be his pilot.*

10:00 AM - Super hero patrolling. *Oh you know, pulled the F train out of a sinkhole. How's that for "sick"?*

12:00 PM - Workout session with Captain America. *Begateathed his ugly, old flying bike. Yay.*

2:00 PM - Don't fly to avoid bursting brain lesion. *FAILED. It's all that Deathbird's fault. Need to find out what she wants, and why she talks so old-school.*



KELLY SUE DeCONNICK & CHRISTOPHER SEBELA FILIPE ANDRADE

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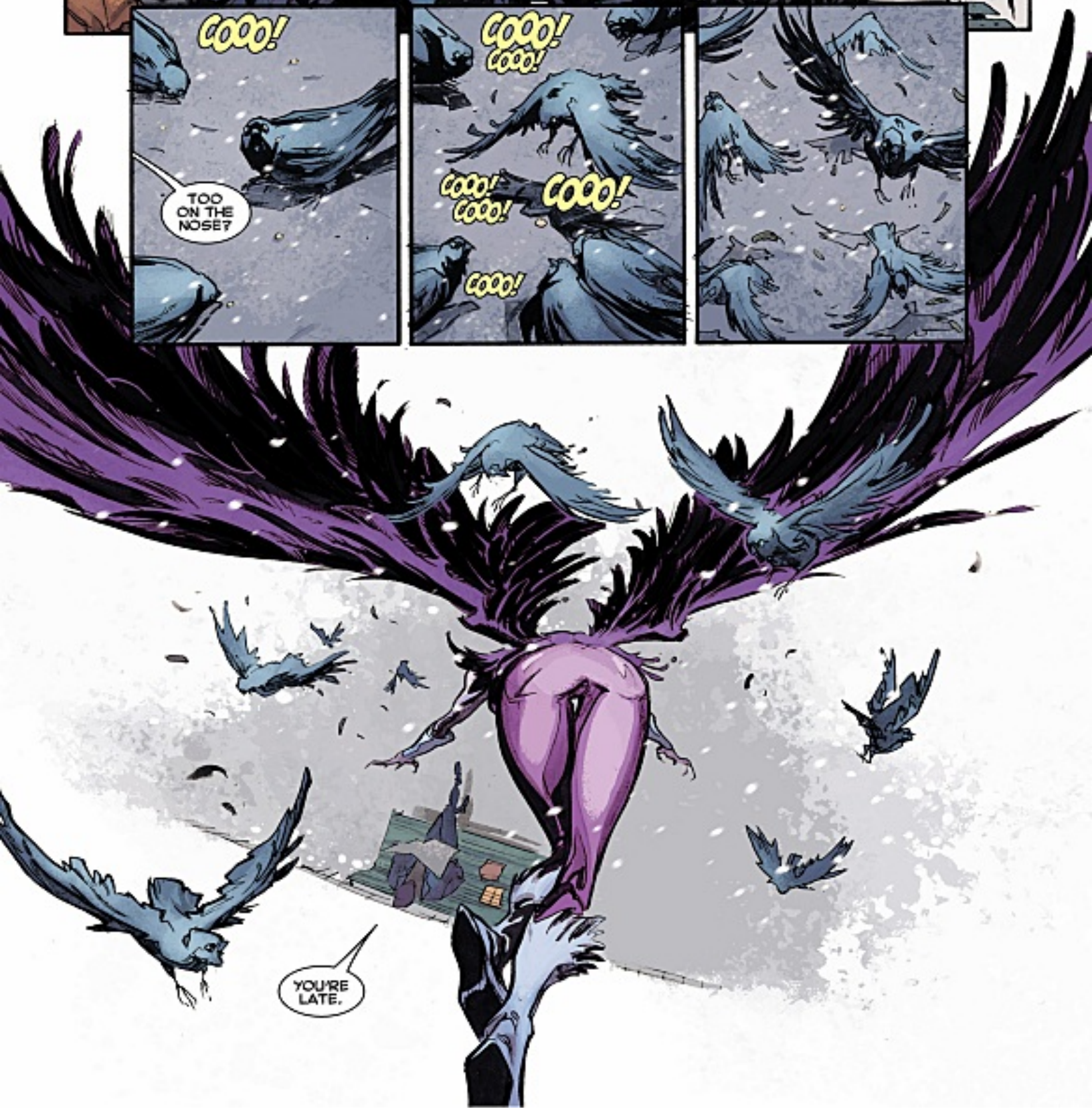
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YOUR
SCHEDULE IS
TEDIOUS AND
OPPRESSIVE.

AND YET
YOU WILL
COMPLY.



TAKE
THIS.

AND DO
WHAT WITH
IT?

IT'S A
PACKAGE. DELIVER IT.
ADDRESS IS ON THE INSIDE.
NOW, IF YOU WILL EXCUSE ME
I HAVE A DATE WITH A--



ENOUGH!
I WILL
NOT BE YOUR
CARRIER
PIGEON. I AM
FIRST-BORN
OF THE AERIE--

CURSED WITH
A BERSERKER
FURY, YOU LIVE ONLY
TO KILL, BLAH BLAH
BLAH. YES, I KNOW.
I KNOWOOOOOW.



AND NOW YOU SERVE ME.
WHEN I TELL YOU TO WAIT,
YOU WILL WAIT. IF I SAY
DELIVER A PACKAGE, YOU
WILL DELIVER IT.

AND IF
YOU DRAW SO MUCH
AS A SINGLE DROP OF
CAPTAIN MARVEL'S
BLOOD BEFORE I SAY
IT'S TIME,
HATCHLING...



I WILL
UNLEASH INSIDE
YOU A KIND OF TORMENT
YOUR WINGED BRETHREN
COULDN'T CONCEIVE OF HAD
THEY SOMEHOW MANAGED TO
SURVIVE ANOTHER HUNDRED
THOUSAND YEARS.

ARE WE
CLEAR?

...YES.

GOOD.

LOVELY
DAY FOR A
STROLL,
THIS.

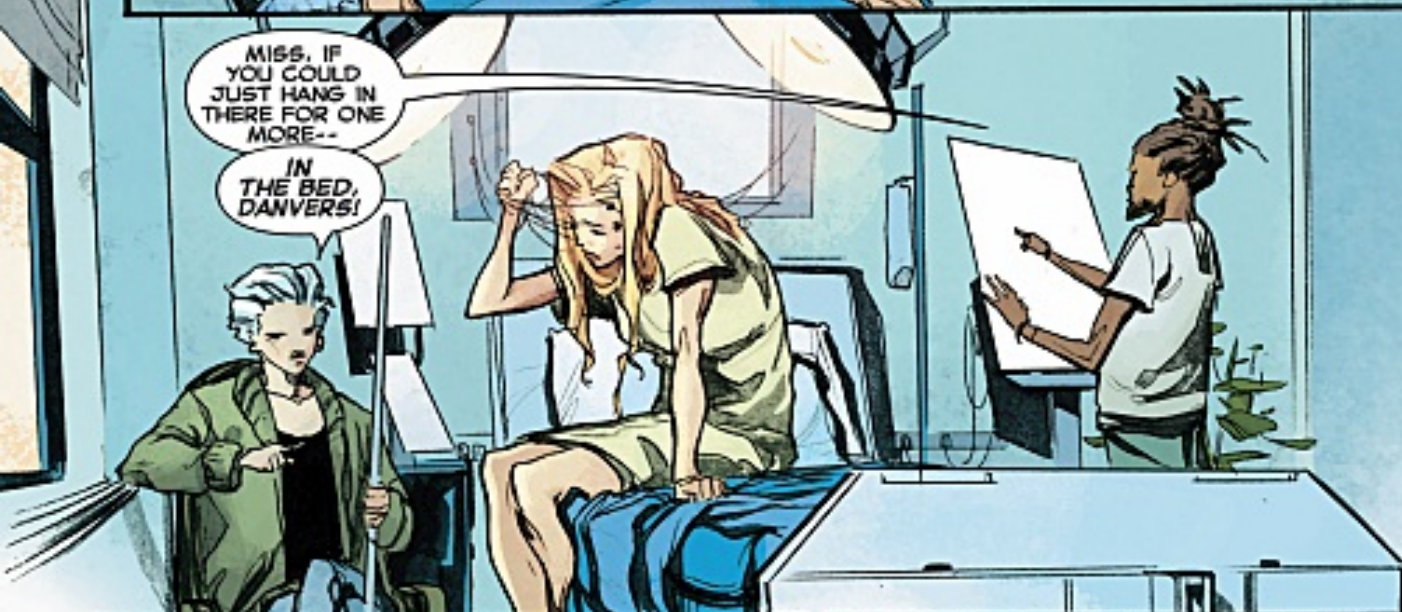
♪



AH!
I NEED TO GET OUT OF HERE.

MISS, IF YOU COULD JUST HANG IN THERE FOR ONE MORE--

IN THE BED, DANVERS!



TRACY, THIS IS A WASTE OF TIME.

IS THERE A PROBLEM, MS. DANVERS?



I NEED TO GET OUT OF HERE, DR. NAYAR. I CAN'T SIT HERE LIKE THIS ANY--

WE'RE THIS CLOSE. I NEED ONE MORE--

NO, I DON'T EVEN KNOW WHY I'M HERE--



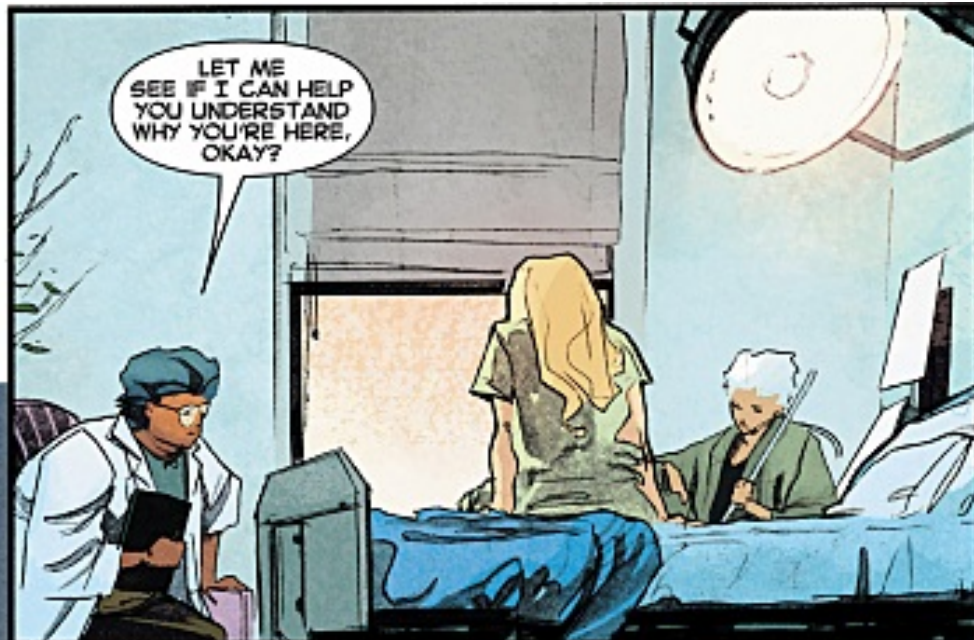
YOU'RE HERE BECAUSE YOU CAN'T FOLLOW SIMPLE DIRECTIONS! YOU'RE HERE BECAUSE YOU WERE TOLD NOT TO FLY AND YOU DID IT ANYWAY.

YOU'RE HERE BECAUSE YOU FELL TO 33RD STREET FROM OUTER SPACE AND IT KNOCKED YOUR SUPERIOR ALIEN DNA ASS OUT COLD!



PHILIP, WHY DON'T YOU TAKE YOUR BREAK NOW?





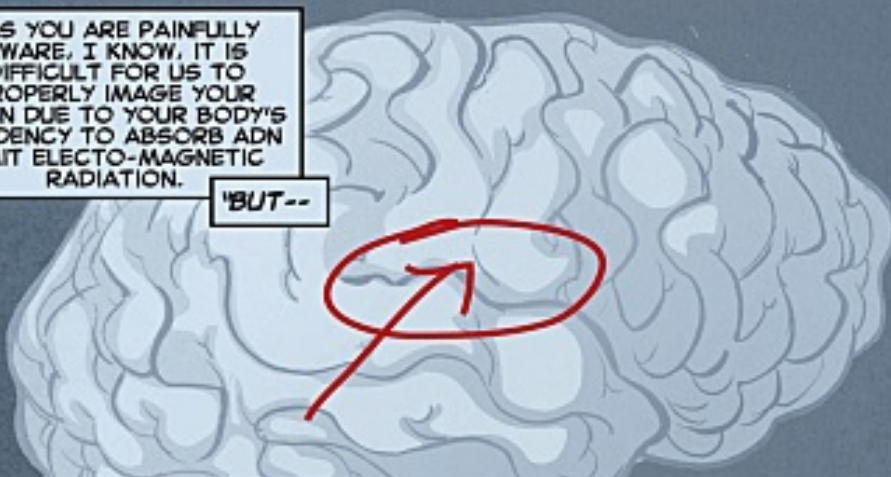
LET ME
SEE IF I CAN HELP
YOU UNDERSTAND
WHY YOU'RE HERE,
OKAY?



THE LESION
WE IDENTIFIED
ON YOUR SCAN IS
LOCATED HERE--
NEAR THE SUPRA-
CHIASMATIC
NUCLEUS...

"AS YOU ARE PAINFULLY
AWARE, I KNOW, IT IS
DIFFICULT FOR US TO
PROPERLY IMAGE YOUR
BRAIN DUE TO YOUR BODY'S
TENDENCY TO ABSORB AND
EMIT ELECTO-MAGNETIC
RADIATION.

"BUT--



"WITH THE INFORMATION
WE'VE BEEN ABLE TO COBBLE
TOGETHER WE HAVE IDENTIFIED
A UNIQUE STRUCTURE IN YOUR
BRAIN HERE--A THIRD LOBE,
SANDWICHED BETWEEN THE
TWO HEMISPHERES AND
PROJECTING OUTWARD.

"THE MOTOR CORTEX
PROJECTION APPEARS
TO CONTROL YOUR
FLIGHT POWERS.

"THE LESION THAT CONCERNS
US HAS BOTH GROWN AND
MIGRATED TOWARD THE
MEDIAL TEMPORAL LOBE
ALONG THAT PROJECTION."



CAN
WE GET A
TRANSLATOR
IN HERE?

SIMPLY PUT, EVERY TIME YOU ACTIVATE YOUR FLIGHT POWERS, THE MASS MOVES FURTHER INTO YOUR BRAIN.

MY BODY EXPELS FOREIGN MASSES. WHY DOESN'T IT JUST KICK IT OUT?

WE DON'T KNOW. IF WE COULD GET IN THERE FOR A BIOPSY, WE MIGHT BE ABLE TO IDENTIFY--

IS IT... CANCER?

IF IT IS, IT'S NOT A KIND WE'VE EVER SEEN BEFORE.

COULD THIS THING KILL ME?

WE DON'T THINK SO. NOT...NOT EXACTLY, NO.

WELL, WHAT THE HELL DOES THAT MEAN?

WE THINK IT COULD RESULT IN CATASTROPHIC TISSUE DAMAGE TO THE--

WAIT, I HAVE A HEALING FACTOR--

YES, BUT WE BELIEVE YOU WOULD ONLY REBUILD THE TISSUE--THE HARD DRIVE-- WITHOUT THE SYNAPTIC CONNECTIONS-- THE DATA.

ENGLISH!

YOU'RE AT RISK FOR A BRAIN HEMORRHAGE, MS. DANVERS. IF THAT HAPPENS, THE CELLS IN YOUR BRAIN WILL DIE.

THANKS TO YOUR HEALING FACTOR, YOUR BODY WILL LIKELY REBUILD THEM, AND YOUR PHYSIOLOGY WILL BE FUNCTIONAL...

BUT YOUR HISTORY, YOUR MEMORY, EVERYTHING THAT MAKES YOU CAROL DANVERS...

GONE. WIPED CLEAN.





ALL RIGHT.
WELL, THAT'S
ONE THEORY. ARE
THERE DISCHARGE
PAPERS I HAVE
TO SIGN?



CAROL, I'M NOT SURE
YOU UNDERSTOOD
WHAT I--

YOU
SHOULD
LEAVE NOW,
DOC.

...VERY
WELL..

TRACY, IT'S A
THEORY. THEY
DON'T KNOW WHAT
THEY'RE TALKING
ABOUT.

EARTH'S
MIGHTIEST
DUMBASS! YOU THINK
YOU'RE A HOTSHOT?
YOU THINK YOU'RE A
COWBOY? I'LL TELL
YOU WHAT YOU
ARE--

YOU ARE
STUBBORN AND
IMPATIENT, YOU'RE
FUNNY LOOKIN' ON
YOUR BEST DAY AND
YOU COULDN'T SELL
A JOKE IF YOUR
LIFE DEPENDED
ON IT!



...ARE
YOU GOING
SOMEWHERE
WITH THIS?



...
YOU MIGHT
ALSO BE THE BEST
REASON I HAD NOT TO
JUST LAY DOWN AND
DIE WHEN I GOT MY
DIAGNOSIS.

I'M NOT
KIDDING, CAROL.
I WILL NOT STAND
BY AND WATCH
YOU KILL
YOURSELF.



YOU
DON'T FLY
ANYMORE.
PERIOD.



"YOU NEED TO GET
AROUND WITH YOUR
AVENGERS PALS?
YOU FIGURE
SOMETHING OUT."



TA-DA! I WAS LIKE,
CAP, DO YOU MIND
IF I MAKE A FEW
MODIFICATIONS ON
YOUR HOVER BIKE?
SPIFFY IT UP
SOME?

AND HE
WAS LIKE,
WENDY,
YOU
GO RIGHT
AHEAD.

CAPTAIN
AMERICA KNOWS
MY NAME!
HOW COOL IS
THAT?!

BASICALLY
SHE MEANS, WE
FIXED YOUR BIKE.
YOU READY TO
ROLL?

DAKOTA NORTH,
PRIVATE DETECTIVE.
GOOD FRIEND TO
HAVE IN A PINCH.

LET'S GET
THIS OVER
WITH.

THERE'S YOUR **STARTER**, KILL
SWITCH, THAT'S YOUR **THROTTLE**
AND DOWN HERE NEXT TO THE
LEFT PEG IS YOUR **SHIFT**.

YOU
THINK YOU
CAN HANDLE
IT?

DAKOTA, I APPRECIATE THAT
YOU ARE A MOTORCYCLE
PHENOM AND THAT IS WHY
I ASKED YOU TO DO THIS,
BUT WITH ALL DUE
RESPECT--

I AM A
PILOT. IF IT
FLIES, I CAN
FLY IT.

HOW
HARD COULD
IT BE?

II-HHHHHHHHAAA

2 HOURS
LATER.

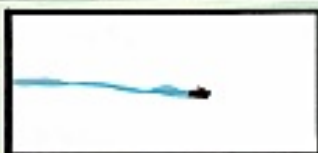


A LITTLE
WOBBLY, BUT
YOU'RE DOING
GREAT!



GRRR...

ALL
RIGHTY THEN.
LET'S TAKE
A BREAK!



I HATE IT
I HATE IT I
HATE IT I HATE
IT I HATE IT
I HATE IT!

MOTOR-
CYCLES AREN'T
SUPPOSED
TO FLY!



NEITHER
ARE PEOPLE,
TECHNICALLY, BUT
YOU'VE MANAGED
UP UNTIL NOW.

WHAT'S
IT LIKE NOT
TO BE GOOD
AT SOMETHING
FOR ONCE?

THAT WENT
PRETTY WELL.
ANOTHER LESSON
OR TWO AND
IT'LL BE LIKE
YOU--



KRAP!

BLARGH.



I HAVE
SOMETHING
THAT MIGHT
CHEER YOU
UP.

PICTURES
OF A SHIRT-
LESS WAR
MACHINE?

NO, BUT
THANK YOU
FOR THAT
VISUAL.

I GOT A
LEAD ON YOUR
DEATHBIRD THING.
WANNA GO
BUST SOME
HEADS?

YOU
DRIVE.





YOUR HUNCH WAS RIGHT. DEATHBIRD-- THE DEATHBIRD-- IS IN NO SHAPE TO COME AFTER YOU. THANKS TO POLARIS.

WHOEVER YOU TUSSELED WITH, SHE'S AN IMPOSTOR.

A GOOD ONE-- BUT SHE'S LEARNED HER ACT OFF SOME SERIOUSLY DATED TAPES.

ANYWAY, NO WORD ON NEWBIRD THROUGH TRADITIONAL CHANNELS. SO I IMPROVISED.

BIRD WHISTLES?

CLOSE.



JAMAICA BAY WILDLIFE REFUGE. IT'S THE SHANGRI-LA OF BIRD NERDS ACROSS ALL FIVE BOROUGHS. AND BINGO.

NEWBIRD WAS THERE...?

NO. MARY HEATON, RETIRED DENTIST, GRANDMOTHER OF FOUR. SHE LIVES TWO BLOCKS OVER.



MARY DOCUMENTED A SPECIES OF UNUSUAL SIZE CIRCLING THIS OFFICE BUILDING JUST LAST WEEK.



THE EIGHTH FLOOR HAS BEEN VACANT FOR OVER A YEAR. FIRE DAMAGE.

NICE.

DON'T BUST OUT THE STREAMERS YET. YOU HAD YOUR HUNCH. THIS IS MY HUNCH.



GOOD HUNCH.









NOW YOU CAN
GET CHATTY OR
WE CAN SEE HOW
MUCH HIGHER I
CAN GO.

IT WAS
DEATH-BIRD!

I FIGURED THAT MUCH.
WHAT'S HER INTEREST
IN FRANK GIANELLI'S
NGO?

OW!

YOU! HER INTEREST
IS YOU! WE WERE
SUPPOSED TO
PUT STRESS ON
YOU.

STRESS? I'M
SUPPOSED TO BE
STRESSED OUT BY
YOU TWO CLOWNS?

I
THINK I'M
INSULTED.

YEAH...
NO, I AM
ABSOLUTELY
INSULTED.

YOU DON'T GET IT, YOU'RE
NOT SUPPOSED TO BE
SCARED FOR YOU...

SHE WANTS
YOU TO KNOW THEY
CAN GET TO YOUR
FRIENDS.

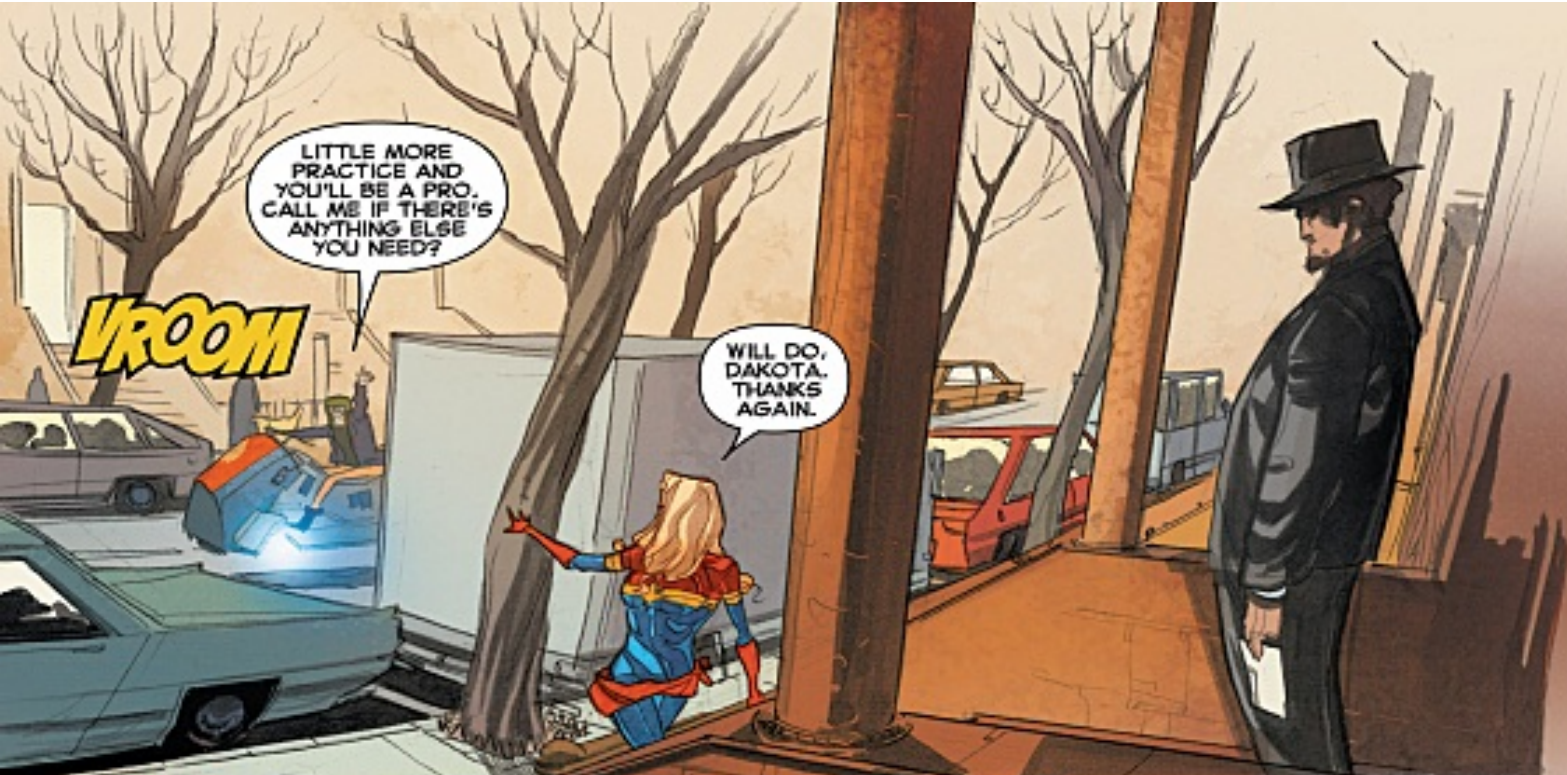
!

CAW CAW
CAW

SORRY I
MISSED THE
ACTION, PAL. HAD TO
TALK S-O OUT OF
WRITING A PARKING
TICKET ON THIS
THING.







"...FILED ON BEHALF
OF THE PLAINTIFF, MR.
VIRGIL ZIMMERMAN."

COME ON,
MR. ZIMMERMAN.
CAN WE JUST
TALK ABOUT
THIS?

TALK
TO MY
LAWYER!

1.D

YOU'RE TRYING
TO EVICT ME! THE
LEAST YOU CAN DO
IS FACE ME,
I THINK.

I DON'T WANT YOU
TO BE SCARED! I
WANT YOU TO BE
REASONABLE!

YOU THINK
I'M SCARED
A'YOU?



I TOLD
YOU YOU WERE
A THREAT TO
EVERYONE IN THIS
BUILDING.

THIS
RIGHT HERE
IS EXHIBIT
A, LADY!

THAT'S
NOT FAIR,
MR. ...

YOU
CAN SPEAK
WITH MY
ATTORNEY!

WHAT DO I
TELL YOUR
LAWYER, MR.
ZIMMERMAN?

DO I TELL HIM
THAT AFTER
TODAY, I'M NOT
SO SURE YOU'RE
WRONG...?

KAW!
KAW!

SLAM!



HOW DO I
LOOK? SUPER-
DANGEROUS?

KIT!



TERRIFYING.
HONESTLY.



I'VE GOT
SUPER-SHARP CLAWS
AND I SHOOT SPEARS
FROM MY WRISTS AND
I CAN MELT YOUR
BRAIN!

I
SURRENDER!



KAW!
KAW!



INSIDE VOICE,
YOUNG LADY.

DID
YOU THANK
CAROL FOR
THE WINGS,
KIT?

THANK
ME?

SHE HASN'T
TAKEN THEM
OFF SINCE YOUR
FRIEND BROUGHT
THEM OVER.



WHICH
FRIEND?
JESSICA?

NO. SAME
BALLPARK.
THOUGH. WINGS.
CLAWS. GENERAL BIRD-
THEMED ENSEMBLE.
NOT REALLY HUGE
WITH THE SOCIAL
GRACES?



EVERYTHING
OKAY?

NO, BUT
IT WILL BE
SOON.



THE MINUTE YOU
GOT WITHIN A
HUNDRED YARDS
OF KIT...



YOU
MADE THE
DECISION
FOR ME.



I'M WEAK.
WE BOTH
KNOW IT.



FINE. MAYBE
I AM GOING
DOWN THIS
TIME...

BUT I
PROMISE...



YOU CAN BE
DAMN SURE
I'M TAKING
YOU WITH ME.



DEAR
ROSE, SO
SORRY I'M
LATE, MY
DEAR.

I HOPE
YOU HAVEN'T
BEEN WAITING
LONG?



CAP-EE-TAHN
MAR-VALL.

SO
IT IS, HOW
DELIGHTFUL.



WHICH
ONE SHOULD
WE ROOT
FOR?

NEXT ISSUE:

CAPTAIN MARVEL VS. NEWBIRD!
TO THE DEATH! ROSE'S
COMPANION! - REVEALED!

LET'S

RAP WITH CAP

Send letters to:

mheroes@marvel.com • 135 W 50TH ST, 7TH FLOOR, NEW YORK, NY 10020 (PLEASE MARK OKAY TO PRINT)

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I have such a crush on this book.

Not in the Nick Lowe-make-out-with-a-comic-kind of way. (See *Uncanny X-Men* #1 AR), but in a how-lucky-am-I-that-I-get-to-work-with-such-talented-people-kind of way. Now, 11 issues in, it seems like a lot of you guys are feeling it too. From our Captain Marvel cosplayers to some nice reviews from fans and critics, the Carol Corps is being heard loud and clear. This is why, I'd like to address the naysayers for a moment.

For those of you still not thrilled with some of our creative choices, we hear you too. A big part of the creative process is taking risks that are bold, but still maintaining the integrity of the title. That is something we strive to do in this series and across the Marvel line. Hopefully, you'll find the heart of this series. If not, I'm glad you care enough to let us know your thoughts!

Speaking of thoughts, let's move away from mine, and get back to yours. Namely, some talk about cancellation?

Dear Captain Marvel Office,

This week I came across the unfortunate rumor that Captain Marvel is in danger of being cancelled. Now, I'm not exactly the kind of person to put stock in Internet rumors, but this book is so near and dear to my heart that I felt the need to write this. I read somewhere that in the past comic books have been saved from cancellation by the number of letters it got asking to keep it going and I'm not ashamed to say that this is one of those letters.

I love superheroes. I love the self-sacrificing idealism they represent and the adventures that their stories convey. And if I feel that looking at a shelf in a comic book store today, if I was asked what one book encapsulated that idea and that adventure and that sense of fun then Captain Marvel would be the book I'd point to instantly. Because I love Carol. And I love Jessica and Tracy and Frank Gianelli and Wendy Kawasaki and Chewie. But most of all, I love Kelly Sue and the entire team of Captain Marvel for creating these stories of pure superheroics unburdened by the dark and grittiness that seems to be required of all superhero stories these days.

So that's my piece: please don't cancel Captain Marvel. I love it and I know there are hundreds more out there that love it just as much and more as I do. There are fanarts by the hundreds and cosplays by the dozens. Even if I'm entirely off base on the fate of the title, I would never forgive myself if I let it go quietly into the night without speaking out.

Thank you.

Yours,
David Henderson

If this rumor of cancellation is just a rumor, then consider this email a fan voicing her pleasure with an excellent title. But if it's not just a rumor and Marvel is considering cancelling Captain Marvel, I would like to ask the powers that be to think twice before putting an end to a title that so many enjoy. It's a fine addition to a roster of woman-led titles that make Marvel a progressive company and it's a joy to pick up each month. So please, if this is true, reconsider. I'd hate to see it drop off my list.

Sincerely,
Lana Dieter

Thanks for the support David and Lana. Just to put the rumors to a rest, we have no plans to cancel Captain Marvel (I'd probably be the first one to start yelling). In fact, we're gearing up for a pretty big event with the Avengers called *Enemy Within* in May. And that's just the beginning of what we've got planned for Captain Marvel—but my mug is sealed for now.

Dear Captain Marvel team,

I am blown away by another marvelous issue. I had hesitated for quite a while before adding Captain Marvel to my reading pile, as both time and money are rather restricted resources. Now it is one of very few comics I get digitally, since I cannot make it to my friendly local comic shop on release day and cannot wait to read those comics.

While the writing is amazing, and I would still read this book if it was illustrated by a four-year-old with crayons, I write because I want to present a counterpoint to the letter by Mr. Jeff Cesare regarding the art. Ms. Amanat very eloquently said what I love about the artist changes for Captain Marvel - it gives us a kaleidoscope of lenses through which to see our main character. The fact that the pencils of Emma Rios or Filipe Andrade are not "traditional" superhero art is not their weakness, but their strength. They show influences that go beyond the usual suspects, and show us that there is a wider visual vocabulary available than what we are commonly confronted with. When I see their art I am as excited as I was when I saw my first Alex Ross cover, or the first time I read Frank Miller's *Sin City*.

For me, the rotating artists are thus win-win: I get to see a breadth of amazing art and it means that the comic will come out on time. What more could I want?

I also want to draw attention to something that is not mentioned as often: the colors in every single issue have been spectacular, from Dexter Soy's work on his own pencils to Jordie Bellaire's on the pencils by Filipe Andrade. Also, I feel like I did not praise Ms. DeConnick's writing enough—it really is, in my opinion, among the very best to be found in comics right now.

As long as you keep producing such a great series, I will definitely continue picking it up.

Ben Gaede

Ben, thanks so much for your thoughtful words. It means so much to us that you value our stylistic choices. Each part of the process makes a huge difference in the final product, and it's nice when our readers appreciate each aspect as an art form in itself. I'd also like to give a special shout out to letterer Joe Caramagna whose lettering and design sensibility brings together each issue beautifully.

Dear Captain Marvel Office,

This letter is mostly a thank you. I wrote to you guys last summer. CM #1 was my introduction to reading comics as an adult and the series has continued to be nothing but spectacular. The interactions are great, Carol kicks ass. I could go on. I love it. I've been giving copies of the first trade to friends and to their kids.

I said before it was a costume I'd be proud

to wear and, well, photos of my first (and only so far!) cosplay are attached. I did the shoot at the flying club where I take lessons because come on, how could I not (and, OK, confession time, wanting to fly had been in the back of my mind for quite some time; I honestly think reading CM is what tipped the scale).

Finally, I keep hearing rumors that the series is in danger of being cancelled. I'm usually quick to dismiss stuff like that, but I'd rather not risk it, so just in case: this series means a lot to me. I'd be more than a little heartbroken if it went away.

Thanks, all of you, for a deeply inspiring and fun comic and, really, for being the gateway to both comics and flying for me. Keep up the amazing work and I look forward to many, many more issues.

Huge high-five to all of you,

Kit Cox
Raleigh, NC



Yes! How can I say "I love you," Kit without, being inappropriate? Oh, oops. Glad to hear from you again, and even GLADDER (suck it, grammar) to see this image of you rockin' Captain Marvel. You do it well, m'lady.



Oh, blergh it, I can't post any more letters. I've got a few saved for the next issue. By then, we'll reveal Carol's real nemesis, leading into the big Captain Marvel/Avengers event: *The Enemy Within*!

Gasp!
Sana Amanat

NEXT ISSUE



GO TO WORK, GET MA
HAVE SOME KIDS, PAY YOUR
PAY YOUR BILLS, WATCH Y
FOLLOW FASHION, ACT N
OBEY THE L
AND REPEAT AFTE
I AM FR

EMPIRE

CARRIED
TAXES
OUR TV
NORMAL
LAW
R ME
EE

Sawkes

